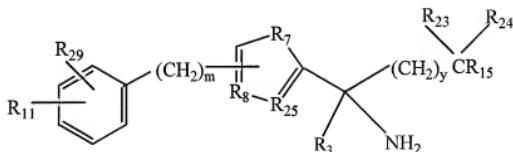


**Pending Claims**

A complete list of all claims under examination is set out below. Please amend claims 11, 16, 31, 32, and 51.

1 - 10. (cancelled).

11. (Currently amended) A The compound of claim 50 of the formula:



wherein

R<sub>11</sub> is C<sub>5</sub>-C<sub>18</sub> alkyl, C<sub>5</sub>-C<sub>18</sub> alkenyl, C<sub>5</sub>-C<sub>18</sub> alkynyl, C<sub>5</sub>-C<sub>18</sub> alkoxy, C<sub>1</sub>-C<sub>10</sub> alkyl(C<sub>5</sub>-C<sub>6</sub> aryl)R<sub>20</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl(C<sub>5</sub>-C<sub>6</sub> heteroaryl)R<sub>20</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl(C<sub>5</sub>-C<sub>6</sub> cycloalkyl)R<sub>20</sub>, C<sub>1</sub>-C<sub>10</sub> alkoxy(C<sub>5</sub>-C<sub>6</sub> aryl)R<sub>20</sub>, C<sub>1</sub>-C<sub>10</sub> alkoxy(C<sub>5</sub>-C<sub>6</sub> heteroaryl)R<sub>20</sub> or C<sub>1</sub>-C<sub>10</sub> alkoxy(C<sub>5</sub>-C<sub>6</sub> cycloalkyl)R<sub>20</sub>;

wherein R<sub>20</sub> is H or C<sub>1</sub>-C<sub>10</sub> alkyl;

p and q are integers independently ranging from 1 to 10;

R<sub>29</sub> is H, halo, C<sub>1</sub>-C<sub>12</sub> alkyl, C<sub>24</sub>-C<sub>12</sub> alkenyl, C<sub>24</sub>-C<sub>12</sub> alkynyl, or C<sub>1</sub>-C<sub>12</sub> alkoxy;

R<sub>7</sub> and R<sub>8</sub> are independently is O, S, or NR<sub>26</sub>, or N;

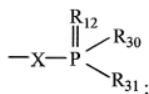
R<sub>8</sub> is O, S, or NR<sub>26</sub>;

wherein R<sub>26</sub> is H, F or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>25</sub> is CH;

R<sub>3</sub> is hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)OH, or (C<sub>1</sub>-C<sub>4</sub> alkyl)NH<sub>2</sub>;

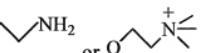
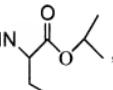
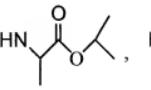
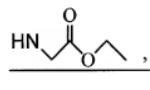
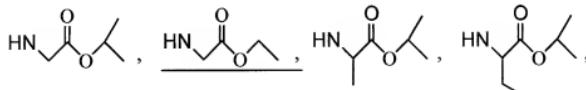
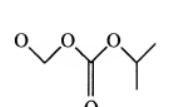
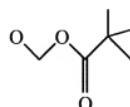
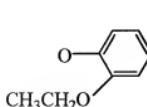
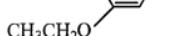
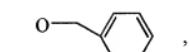
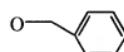
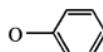
R<sub>15</sub> is



wherein  $\text{R}_{12}$  is O or S;

X is O, S,  $\text{CH}_2$ ,  $\text{CHOH}$ ,  $\text{CHF}$ ,  $\text{CF}_2$ , or  $\text{C}=\text{O}$ ;

$\text{R}_{30}$  and  $\text{R}_{31}$  are each independently  $\text{C}_1\text{-C}_2$  alkoxy,



$\text{R}_{23}$  is H, F, OH,  $\text{C}_1\text{-C}_4$  alkyl,  $\text{CO}_2\text{H}$  or  $(\text{C}_1\text{-C}_4\text{ alkyl})\text{OH}$ ;

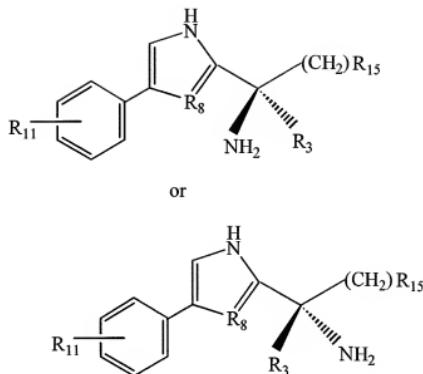
$\text{R}_{24}$  is H, F,  $\text{C}_1\text{-C}_4$  alkyl or  $\text{PO}_3\text{H}_2$ ; or

$\text{R}_{23}$  together with  $\text{R}_{24}$  and the carbon to which they are attached form a carbonyl group; and

y and m are integers independently ranging from 0 to 4; or

a pharmaceutically acceptable salt or tautomer thereof.

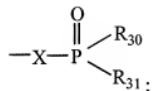
12. (previously presented) The compound of claim 11 wherein  
m is 0;  
y is 0 or 1;  
R<sub>23</sub> and R<sub>24</sub> are independently H or F.
13. (previously presented) The compound of claim 11 wherein R<sub>3</sub> is C<sub>1</sub>-C<sub>3</sub> alkyl or (C<sub>1</sub>-C<sub>4</sub> alkyl)OH; and  
R<sub>8</sub> is CH.
14. (previously presented) The compound of claim 12 wherein  
R<sub>11</sub> is C<sub>5</sub>-C<sub>18</sub> alkyl, C<sub>5</sub>-C<sub>18</sub> alkenyl, C<sub>5</sub>-C<sub>18</sub> alkynyl, or C<sub>5</sub>-C<sub>18</sub> alkoxy and  
R<sub>29</sub> is H, halo or C<sub>1</sub>-C<sub>12</sub> alkyl; or  
a pharmaceutically acceptable salt or tautomer thereof.
15. (previously presented) The compound of claim 12 wherein  
y is 0; and  
R<sub>15</sub> is represented by the structure
$$\begin{array}{c} \text{O} \\ \parallel \\ -\text{X}-\text{P} \backslash \text{R}_{30} \\ \quad \quad \quad \backslash \\ \quad \quad \quad \text{R}_{31}; \end{array}$$
wherein X is CH<sub>2</sub>, CHO<sub>H</sub>, CHF, CF<sub>2</sub>, or  $\begin{array}{c} \text{O} \\ \parallel \\ -\text{C}- \end{array}$ .
16. (Currently amended) The compound of claim 11 50 of the formula:



wherein  $R_{11}$  is  $C_5$ - $C_{18}$  alkyl or  $C_5$ - $C_{18}$  alkenyl; and  
 $R_8$  is N, or S;  
or a pharmaceutically acceptable salt or tautomer thereof.

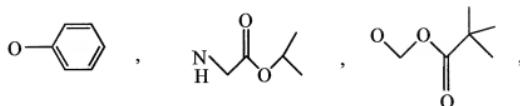
17. (cancelled)

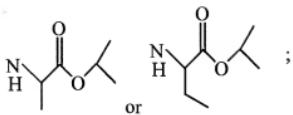
18. (previously presented) The compound of claim 16 wherein  $R_{11}$  is  $C_5$ - $C_9$  alkyl;  
 $R_{15}$  is



wherein X is O,  $\text{CH}_2$  or  $\text{CHF}$ ;

$R_{30}$  and  $R_{31}$  are independently

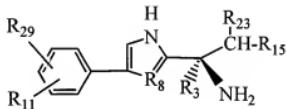




and R<sub>3</sub> is CH<sub>3</sub>.

19. - 21. (cancelled)

22. (previously presented) The compound of claim 51 of the formula:

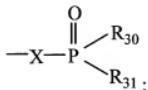


23. (previously presented) The compound of claim 22 wherein R<sub>3</sub> is C<sub>1</sub>-C<sub>4</sub> alkyl or (C<sub>1</sub>-C<sub>4</sub> alkyl)OH;

R<sub>8</sub> is O, S, or N;

R<sub>23</sub> is H or F; and

R<sub>15</sub> is represented by the structure

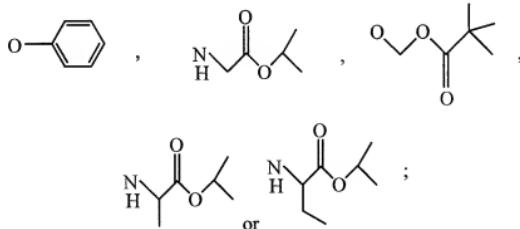


wherein X is O, CH<sub>2</sub>, CHO, CHF, CF<sub>2</sub> or  $\text{C}=\text{O}$ .

24. (previously presented) The compound of claim 53 wherein X is O.

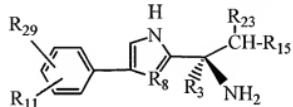
25. (previously presented) The compound of claim 53 wherein X is CH<sub>2</sub>, CHF or CF<sub>2</sub>.

26. (previously presented) The compound of claim 53 wherein R<sub>30</sub> and R<sub>31</sub> are the same and are



27. (original) The compound of claim 25 wherein R<sub>8</sub> is N.

28. (previously presented) The compound of claim 25 of the formula:



wherein R<sub>11</sub> is H, C<sub>5</sub>-C<sub>18</sub> alkyl, C<sub>5</sub>-C<sub>18</sub> alkenyl, C<sub>5</sub>-C<sub>18</sub> alkynyl, or C<sub>5</sub>-C<sub>18</sub> alkoxy;

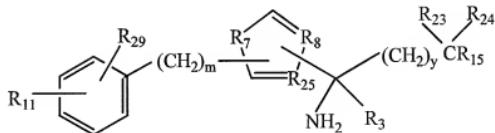
R<sub>3</sub> is CH<sub>3</sub>; and

R<sub>29</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl.

29. (previously presented) The compound of claim 28 wherein R<sub>11</sub> is C<sub>5</sub>-C<sub>18</sub> alkyl, or C<sub>5</sub>-C<sub>18</sub> alkenyl; and R<sub>29</sub> H, or C<sub>1</sub>-C<sub>4</sub> alkyl.

30. (previously presented) The compound of claim 28 wherein R<sub>11</sub> is C<sub>5</sub>-C<sub>18</sub> alkyl or C<sub>5</sub>-C<sub>18</sub> alkenyl; and R<sub>29</sub> is H.

31. (Currently amended) A pharmaceutical composition comprising a compound of the formula:



wherein

$R_{11}$  is  $C_5$ - $C_{18}$  alkyl,  $C_5$ - $C_{18}$  alkenyl,  $C_5$ - $C_{18}$  alkynyl,  $C_5$ - $C_{18}$  alkoxy,  $C_1$ - $C_{10}$  alkyl( $C_5$ - $C_{10}$  aryl) $R_{20}$ ,  $C_1$ - $C_{10}$  alkyl( $C_5$ - $C_{10}$  heteroaryl) $R_{20}$ ,  $C_1$ - $C_{10}$  alkyl( $C_5$ - $C_{10}$  cycloalkyl) $R_{20}$ ,  $C_1$ - $C_{10}$  alkoxy( $C_5$ - $C_{10}$  aryl) $R_{20}$ ,  $C_1$ - $C_{10}$  alkoxy( $C_5$ - $C_{10}$  heteroaryl) $R_{20}$  or  $C_1$ - $C_{10}$  alkoxy( $C_5$ - $C_{10}$  cycloalkyl) $R_{20}$ ;

wherein  $R_{20}$  is H or  $C_1$ - $C_{10}$  alkyl;

$R_{29}$  is H, halo,  $C_1$ - $C_{12}$  alkyl,  $C_2$ - $C_{12}$  alkenyl,  $C_2$ - $C_{12}$  alkynyl, or  $C_1$ - $C_{12}$  alkoxy;

$R_3$  is H,  $C_1$ - $C_6$  alkyl, ( $C_1$ - $C_4$  alkyl)OH, or ( $C_1$ - $C_4$  alkyl)NH<sub>2</sub>;

$R_{23}$  is H, F,  $CO_2H$ , OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkyl, or ( $C_1$ - $C_4$  alkyl)OH, or ( $C_1$ - $C_4$  alkyl)NH<sub>2</sub>;

$R_{24}$  is H, F,  $C_1$ - $C_4$  alkyl or  $PO_3H_2$ ; or

$R_{23}$  together with  $R_{24}$  and the carbon to which they are attached form a carbonyl group;

$R_7$  and  $R_8$  are independently is O, S, or  $NR_{26}$ , or N;

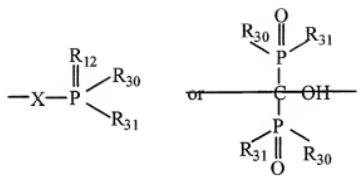
$R_8$  is O, S, or  $NR_{26}$ ;

wherein  $R_{26}$  is H, F or  $C_1$ - $C_4$  alkyl;

$R_{25}$  is  $CH_2R_{26}$ ;

wherein  $R_{26}$  is H, F or  $C_1$ - $C_4$  alkyl;

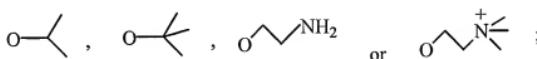
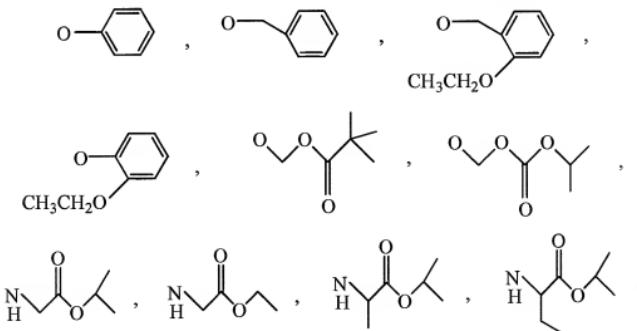
$R_{15}$  is



wherein  $R_{12}$  is O, NH or S;

$X$  is O, NH, S,  $CH_2$ ,  $CHOH$ ,  $CHF$ ,  $CF_2$ , or  $\text{C}=\text{O}$ ; and

each  $R_{30}$  is independently and each  $R_{31}$  is independently  $C_1$ - $C_2$  alkoxy,



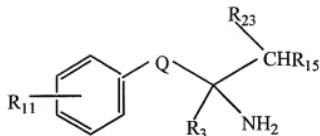
$y$  and  $m$  are integers independently ranging from 0 to 4;

$p$  and  $q$  are integers independently ranging from 1 to 10; or

a pharmaceutically acceptable salt or tautomer thereof;

and a pharmaceutically acceptable carrier.

32. (currently amended) The composition of claim 31 comprising a compound of the formula:



wherein  $\text{R}_{11}$  is  $\text{C}_5\text{-C}_{18}$  alkyl,  $\text{C}_5\text{-C}_{18}$  alkenyl,  $\text{C}_5\text{-C}_{18}$  alkynyl, or  $\text{C}_5\text{-C}_{18}$  alkoxy;  
wherein  $p$  and  $q$  are integers independently ranging from 1 to 10;

$\text{Q}$  is



wherein  $\text{R}_7$  and  $\text{R}_8$  are independently is O, S, or  $\text{NR}_{26}$ , or N;

$\text{R}_8$  is O, S, or  $\text{NR}_{26}$ ;

wherein  $\text{R}_{26}$  is H, F or  $\text{C}_1\text{-C}_4$  alkyl;

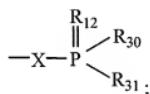
$\text{R}_{25}$  is CH  $\text{CR}_{26}$ ; and

$\text{R}_{26}$  is H, F or  $\text{C}_1\text{-C}_4$  alkyl;

$\text{R}_3$  is H,  $\text{C}_1\text{-C}_4$  alkyl or  $(\text{C}_1\text{-C}_4$  alkyl)OH;

$\text{R}_{23}$  is H, F or  $\text{C}_1\text{-C}_4$  alkyl; and

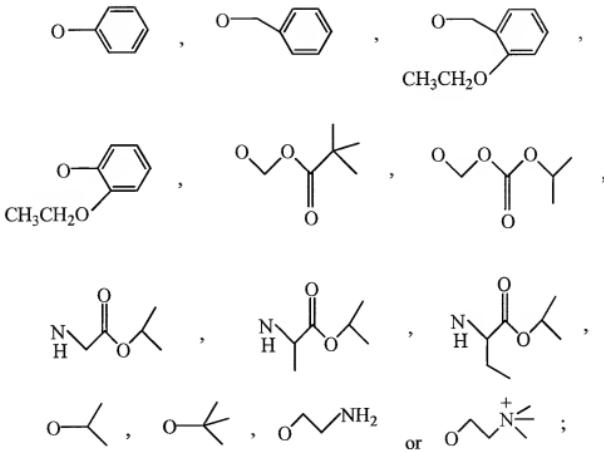
$\text{R}_{15}$  is represented by the structure



wherein  $\text{R}_{12}$  is O or S;

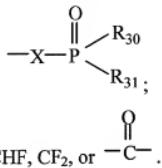
$\text{X}$  is O, S,  $\text{CH}_2$ ,  $\text{CHOH}$ ,  $\text{CHF}$ ,  $\text{CF}_2$ , or  $-\text{C}(\text{O})-$ ;

$\text{R}_{30}$  and  $\text{R}_{31}$  are independently  $\text{C}_1\text{-C}_2$  alkoxy,



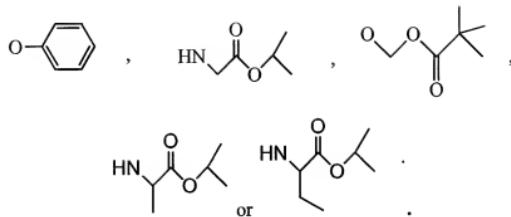
or a pharmaceutically acceptable salt or tautomer thereof; and a pharmaceutically acceptable carrier.

33. (previously presented) The composition of claim 32 wherein  $R_{23}$  is H or F; and  $R_{15}$  is



34. (cancelled).

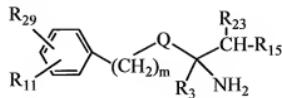
35. (previously presented) The composition of claim 54 wherein  
X is  $\text{CH}_2$ ,  $\text{CF}_2$  or  $\text{CHF}$ ; and  
 $\text{R}_{30}$  and  $\text{R}_{31}$  are independently  $\text{C}_1\text{-C}_2$  alkoxy,



36. - 49. (cancelled)

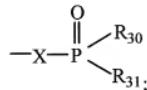
50. (cancelled)

51. (Currently amended) The compound of claim 11 50 of the formula



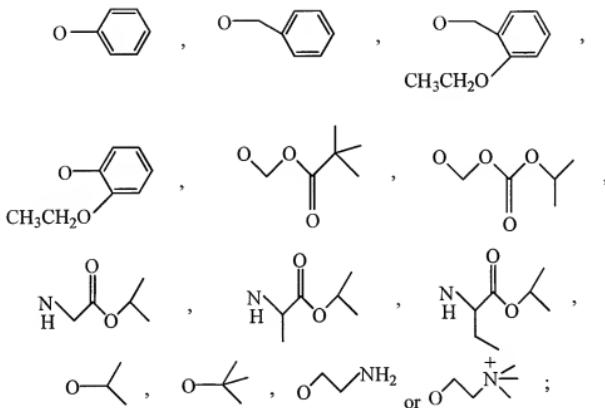
wherein R<sub>11</sub> is C<sub>5</sub>-C<sub>18</sub> alkyl, C<sub>5</sub>-C<sub>18</sub> alkenyl, C<sub>5</sub>-C<sub>18</sub> alkynyl, or C<sub>5</sub>-C<sub>18</sub> alkoxy;

R<sub>15</sub> is



wherein X is O, CH<sub>2</sub>, CHO, CHF, CF<sub>2</sub>, or -C=O;

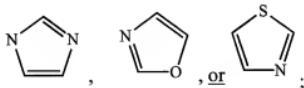
R<sub>30</sub> and R<sub>31</sub> are independently C<sub>1</sub>-C<sub>2</sub> alkoxy,



wherein p and q are integers independently ranging from 1 to 10;

R<sub>29</sub> is H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl or C<sub>2</sub>-C<sub>10</sub> alkynyl;

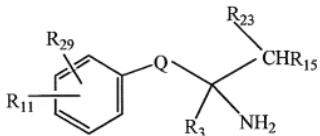
Q is



m is 0; and

R<sub>23</sub> is H or F.

52. (previously presented) The compound of claim 51 of the formula:

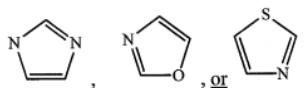


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Group Art Unit: 1626  
Docket No.: 198P00944USWO

$R_{12}$  is O; and X is O,  $CH_2$ ,  $CHOH$ ,  $CHF$ ,  $CF_2$ , and  $-\overset{\text{O}}{\text{C}}-$ .

53. (previously presented) The compound of claim 23 wherein X is O,  $CH_2$ ,  $CHF$  or  $CF_2$ .

54. (previously presented) The composition of claim 33 wherein Q is



55. (previously presented) The composition of claim 35 wherein Q is

